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瑞港建設控股有限公司
PROSPER CONSTRUCTION HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6816)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Prosper Construction Holdings Limited (the “**Company**”) will be held at United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 30 March 2020 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

“**THAT:**

- (a) the entering into of the construction contract dated 13 February 2020 and supplemental contract dated 13 February 2020 between Qingdao Dongjie Construction Engineering Co., Ltd.* (青島東捷建設工程有限公司) (“**Dongjie Construction**”) and Qingdao Xifa Real Estate Company Limited* (青島西發置業有限公司) (the “**Landong Construction Contracts**”) in relation to the provision of construction services by the Dongjie Construction (a copy of the Landong Construction Contracts marked “A” has been produced to the Meeting and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be hereby approved, ratified and confirmed;
- (b) the entering into of the construction contract dated 13 February 2020 and supplemental contract dated 13 February 2020 between Dongjie Construction and Qingdao West Coast New Area Development Company Limited* (青島西海岸新區開發建設有限公司) (the “**Lanxi Construction Contracts**”, together with the Landong Construction Contracts, the “**Construction Contracts**”) in relation to the provision of construction services by the Dongjie Construction (a copy of the Lanxi Construction Contracts marked “B” has been produced to the Meeting and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be hereby approved, ratified and confirmed;

- (c) the entering into of the framework agreement dated 18 February 2020 between Shenzhen Changsheng Marine Engineering Limited* (深圳長盛海事工程有限公司) (“**Shenzhen Changsheng**”) and Prosper Construction Group Ltd. (瑞港建設集團有限公司) (the “**2020 Vessel Chartering Framework Agreement**”) in relation to the chartering of vessels by the Group from Shenzhen Changsheng (a copy of the 2020 Vessel Chartering Framework Agreement marked “C” has been produced to the Meeting and signed by the Chairman of the Meeting for the purpose of identification), the transactions contemplated thereunder and the proposed annual caps be hereby approved, ratified and confirmed; and
- (d) any one director of the Company be and is hereby authorised to execute the Construction Contracts, the 2020 Vessel Chartering Framework Agreement and all such other documents and to do all such acts or things for and on behalf of the Company, and to make and agree such variations of a minor or non-material nature in or to the terms of the Construction Contracts and 2020 Vessel Chartering Framework Agreement as he/she may consider appropriate or desirable relating to or in connection with the matters contemplated therein.”

By order of the Board
Prosper Construction Holdings Limited
Jiang Shuang
Executive Director

Hong Kong, 13 March 2020

Head office and principal place of business in Hong Kong:

Unit Nos. 04–05, 5/F

K.Wah Centre

191 Java Road

North Point

Hong Kong

Notes:

1. The resolutions set out in this notice of the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company.
3. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.

4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof, provided that no account is to be taken of any part of a day that is a public holiday.
5. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
6. In order for a shareholder of the Company to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 24 March 2020.

As at the date of this notice, the Board comprises executive Directors, namely Mr. Liu Luqiang (chairman of the Board), Mr. Cui Qi, Mr. Ding Hongbin, Mr. Yang Zhenshan and Mr. Jiang Shuang; non-executive Director Mr. Wang Xuejun; and independent non-executive Directors Mr. Cheung Chi Man Dennis, Mr. Wang Yaping and Mr. Cheng Xuezhao.

** English translation of names in Chinese which is marked with "*" in this notice is for identification purposes only.*